

United States Bankruptcy Court
District of Nevada

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	2,541,316.98		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		392,895,340.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		9,729,151.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	16			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		27			
	Total Assets		2,541,316.98		
		Total Liabilities		402,624,491.00	

In re The Rhodes Companies, LLC,
Debtor

Case No. 09-14814**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
Total >	0.00	

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re The Rhodes Companies, LLC,
Debtor

Case No. 09-14814

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Mutual of Omaha Operating Account No. xxxx2186	-	750,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See Attachment B9 for details	-	Unknown
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total > (Total of this page)	750,000.00

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re

The Rhodes Companies, LLCCase No. **09-14814**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% interest in Six Feathers Holdings, LLC 100% interest in Tribes Holdings, LLC 100% interest in C&J Holdings, Inc. 100% interest in Rhodes Realty, Inc. 100% interest in Rhodes Arizona Properties, LLC 100% interest in Rhodes Homes Arizona, LLC 100% interest in Tuscany Golf Country Club, LLC 100% interest in Tuscany Acquisitions II, LLC 100% interest in Tuscany Acquisitions III, LLC 100% interest in Tuscany Acquisitions IV, LLC 100% interest in Parcel 20, LLC 100% interest in Jarupa, LLC 100% interest in Elkhorn Investments, Inc. 100% interest in Rhodes Design and Development Corporation 100% interst in Tuscany Acquisitions, LLC	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.		94.363% membership interest in Rhodes Ranch, General Partnership 1% membership interest in Tick, LP 1% membership interest in Glynda, LP	-	Unknown
				Sub-Total > (Total of this page)
				0.00

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		1% membership interest in Jackknife, LP	-	Unknown
		1% membership interest in Batcave, LP	-	Unknown
		1% membership interest in Overflow, LP	-	Unknown
		1% membership interest in Wallboard, LP	-	Unknown
		1% membership interest in Chalkline, LP	-	Unknown
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Intercompany Receivable - Gung-Ho Concrete, LLC	-	1,729.23
		Intercompany Receivable - Heritage Land Company, LLC	-	1,789,587.75
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			

Sub-Total > **1,791,316.98**
(Total of this page)
Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re

The Rhodes Companies, LLCCase No. **09-14814**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	2,541,316.98

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

POLICY TYPE	INS CARRIER	POLICY #	ADDRESS	CITY	STATE	ZIP	LIMIT	INCEPTION DATE	EXPIRATION DATE	Annual (Term) Premium
										at policy inception
Wrap Up Liability	Lloyds of London	A71635013	Jansen & Hastings Intermediaries, LTD, One American Sq.	London	England	EC3N 2LS	\$2/2/2	10/1/2007	10/1/2010	\$2,287,080.00
Excess Liability-Wrap Up	Ins Co. State of PA	5686492	70 Pine Street	New York	NY	10270	15 XS 2	10/1/2007	10/1/2010	\$1,357,200.00
Excess Liability-Wrap Up	Everest	71R2000227071	477 Martinsville Road, P. O. Box 830	Liberty Corner	NJ	07938-0830	10 XS 17	10/1/2007	10/1/2010	\$323,011.00
Wrap Up Liability - X-It/Tuscany	Gemini	CNGP001211	475 Steamboat Road	Greenwich	CT	6830	\$2/2/2	1/31/2006	1/31/2011	\$1,678,620.00
Excess Liability Wrap Up - X-it/Tuscany	Ins Co. State of PA	42063585	70 Pine Street	New York	NY	10270	8 XS 2	1/31/2006	1/31/2011	\$912,675.00
General Liability	Colony	AR63602581	8720 Stony Point Parkway, Suite 300	Richmond	VA	23235	\$1 / 2	10/1/2008	10/1/2009	\$75,515.00
Property/ Contractors Equipment	Hartford	72UUMAH4276	Hartford Plaza	Hartford	CT	06115	VRS	10/1/2008	10/1/2009	\$40,975.00
Auto	Hartford	72UENTR0192	Hartford Plaza	Hartford	CT	06115	\$1,000,000	10/1/2008	10/1/2009	\$96,055.00
Excess Auto	Federal	79840484	Chubb Group of Insurance Companies-15 Mountain View Road	Warren	NJ	7059	\$5 XS 1	10/1/2008	10/1/2009	\$51,600
Builders Risk	Zurich American	BR451252268	Zurich Assurance Company of American	New York	NY	10038	\$1 / 10	11/1/2008	11/1/2009	\$57,765.00
Excess Builders Risk	James River	72885	66641 West Broad Street, Suite 300	Richmond	VA	23230	\$5 XS 10	11/1/2008	11/1/2009	\$16,832.00
Package - Country Clubs	Philadelphia	PHPK360419	One Bala Plaza, Suite 100	Bala Cynwyd	PA	19004	VRS	11/1/2008	11/1/2009	\$58,870
Umbrella Liability - Country Clubs	Philadelphia	PHUM255030	One Bala Plaza, Suite 100	Bala Cynwyd	PA	19004	\$5 XS 1	11/1/2008	11/1/2009	\$4,500
NAG - Professional Liability	Evanston	EO838023	Markel Shand Inc., Ten Parkway North	Deerfield	IL	60015	\$1,000,000	11/26/2008	11/26/2009	\$3,579
Directors & Officers Liability	RSUI Indemnity	NHP631252	945 E. Paces Ferry Rd., Suite 1800	Atlanta	GA	30326	\$5,000,000	11/26/2008	11/26/2009	\$131,250
Notary E&O	Western Surety	68361209	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$25,000	4/20/2008	4/20/2010	\$176
Notary Bond-Hawkins	Western Surety	15073680N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	11/29/2007	11/29/2011	\$50
Notary Bond - Harris	Western Surety	15081094N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	11/30/2007	11/30/2011	\$50
Notary Bond-Fuller(Walters)	Western Surety	70037061N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	1/23/2006	1/23/2010	\$50
Notary Bond-Graham	Western Surety	15151546N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	5/16/2006	5/16/2012	\$50
Notary Bond - Hall	Western Surety	70064078N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	5/10/2006	5/10/2010	\$50
Notary Bond-Ransom	Western Surety	15129472N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	4/4/2006	4/4/2012	\$50

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.						
Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011	X -	Secured Credit Facility Credit Agreement dated as of 11/21/05 for the \$430,000,000 Senior Secured Credit Facility (First Lien)				
		Value \$ Unknown			302,000,000.00	Unknown
Account No.						
Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011	X -	Secured Credit Facility Credit Agreement dated as of 11/21/05 for the \$70,000,000 Second Secured Credit Facility (Second Lien)				
		Value \$ 0.00			70,700,000.00	70,700,000.00
Account No.						
The Credit Suisse International One Cabot Square London E14 4QJ	X -	Credit Swap Agreement Transaction between Credit Suisse International and Heritage Land Company, LLC with Trade Date of December 9, 2005 and CSIN External ID 53095828	X	X		
		Value \$ Unknown			20,195,340.00	Unknown
Account No.						
		Value \$				
0 continuation sheets attached					Subtotal (Total of this page)	392,895,340.00
					Total (Report on Summary of Schedules)	70,700,000.00
						392,895,340.00
						70,700,000.00

In re The Rhodes Companies, LLC,
Debtor

Case No. 09-14814

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re The Rhodes Companies, LLC,
Debtor

Case No. 09-14814**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			CONTINGENT	UNLIQUIDATED	DISPUTED	
Account No.			Insider Claim			
James M. Rhodes 252 Angels Trace Ct. Las Vegas, NV 89147	-					9,729,151.00
Account No.			Gurantor on Lexon/Bond Safeguard Bonds			
Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148	X -		X	X		Unknown
Account No.			Litigation Claims			
Schedule F01 See Attachment F1	-		X	X	X	Unknown
Account No.						
0 continuation sheets attached			Subtotal (Total of this page)			9,729,151.00
			Total (Report on Summary of Schedules)			9,729,151.00

In re The Rhodes Companies, LLC
Attachment F1
Litigation Claims

09-14814

Creditor	Address	Address	City ST Zip	Type of Claim	C	U	D	Amount of Claim
Martinez & Turek, Inc.	Leonard Dicker Schreiber LLP	9430 Olympic Boulevard 400	Beverly Hills, CA 90212-4519	Litigation	x	x	x	Unknown

In re

The Rhodes Companies, LLCCase No. **09-14814**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

**Lexon Insurance Company
Bond Safeguard Insurance Company
1919 S. Highland Dr. Bldg. A
Suite 300
Lombard, IL 60148**

Bond Indemnity Agreement

**Sagebrush Enterprises, Inc.
4730 S. Fort Apache
Suite 300
Las Vegas, NV 89147**

Operating Agreement of Rhodes Companies, LLC

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Apache Framing, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Apache Framing, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Apache Framing, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Batcave, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Batcave, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Batcave, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Bravo, Inc. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Bravo, Inc. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Bravo, Inc. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Bravo, Inc. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148
C & J Holdings, Inc. 133 Rhodes Ranch Parkway Las Vegas, NV 89148	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
C & J Holdings, Inc. 133 Rhodes Ranch Parkway Las Vegas, NV 89148	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
C & J Holdings, Inc. 133 Rhodes Ranch Parkway Las Vegas, NV 89148	The Credit Suisse International One Cabot Square London E14 4QJ
Chalkline, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Chalkline, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Chalkline, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Elkhorn Investments, Inc. 4730 South Fort Apache Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011

In re The Rhodes Companies, LLC, Case No. 09-14814
Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Elkhorn Investments, Inc. 4730 South Fort Apache Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Elkhorn Investments, Inc. 4730 South Fort Apache Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Elkhorn Partners a Nevada Limited Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Elkhorn Partners a Nevada Limited Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Elkhorn Partners a Nevada Limited Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Geronimo Plumbing, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Geronimo Plumbing, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Geronimo Plumbing, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Glynda, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Glynda, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Glynda, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Gung-Ho Concrete, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Gung-Ho Concrete, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Gung-Ho Concrete, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Heritage Land Company, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Heritage Land Company, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Heritage Land Company, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Jackknife, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jackknife, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Jackknife, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Jarupa, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Jarupa, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Jarupa, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Overflow, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Overflow, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Overflow, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Parcel 20, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011

In re **The Rhodes Companies, LLC**Case No. **09-14814**Debtor**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Parcel 20, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Parcel 20, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Pinnacle Grading, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Pinnacle Grading, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Pinnacle Grading, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Pinnacle Grading, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148
Rhodes Arizona Properties, LLC 313 South Aztec Road Golden Valley, AZ 86413	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Arizona Properties, LLC 313 South Aztec Road Golden Valley, AZ 86413	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Arizona Properties, LLC 313 South Aztec Road Golden Valley, AZ 86413	The Credit Suisse International One Cabot Square London E14 4QJ

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Rhodes Design and Development Corp. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Design and Development Corp. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Design and Development Corp. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Rhodes Design and Development Corp. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148
Rhodes Homes Arizona, LLC 313 South Aztec Road Golden Valley, AZ 86413	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Homes Arizona, LLC 313 South Aztec Road Golden Valley, AZ 86413	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Homes Arizona, LLC 313 South Aztec Road Golden Valley, AZ 86413	The Credit Suisse International One Cabot Square London E14 4QJ
Rhodes Homes Arizona, LLC 313 South Aztec Road Golden Valley, AZ 86413	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148
Rhodes Ranch General Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011

In re **The Rhodes Companies, LLC**, Case No. **09-14814**
 _____, Debtor

SCHEDULE H - CODEBTORS
 (Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Rhodes Ranch General Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Ranch General Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Rhodes Ranch General Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148
Rhodes Ranch Golf and Country Club 20 Rhodes Ranch Parkway Las Vegas, NV 89148	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Ranch Golf and Country Club 20 Rhodes Ranch Parkway Las Vegas, NV 89148	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Ranch Golf and Country Club 20 Rhodes Ranch Parkway Las Vegas, NV 89148	The Credit Suisse International One Cabot Square London E14 4QJ
Rhodes Realty, Inc. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Realty, Inc. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Rhodes Realty, Inc. 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ

In re **The Rhodes Companies, LLC**Case No. **09-14814**Debtor**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Six Feathers Holdings, LLC 313 South Aztec Road Golden Valley, AZ 86413	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Six Feathers Holdings, LLC 313 South Aztec Road Golden Valley, AZ 86413	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Six Feathers Holdings, LLC 313 South Aztec Road Golden Valley, AZ 86413	The Credit Suisse International One Cabot Square London E14 4QJ
Tick, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tick, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tick, LP 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Tribes Holdings, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tribes Holdings, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tribes Holdings, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Tuscany Acquisitions II, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Acquisitions II, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Acquisitions II, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Tuscany Acquisitions III, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Acquisitions III, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Acquisitions III, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Tuscany Acquisitions III, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148
Tuscany Acquisitions IV, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Acquisitions IV, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011

In re The Rhodes Companies, LLC, Case No. 09-14814
Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Tuscany Acquisitions IV, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Tuscany Acquisitions IV, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148
Tuscany Acquisitions, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Acquisitions, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Acquisitions, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ
Tuscany Golf Country Club, LLC 901 Olivia Parkway Henderson, NV 89015	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Golf Country Club, LLC 901 Olivia Parkway Henderson, NV 89015	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Tuscany Golf Country Club, LLC 901 Olivia Parkway Henderson, NV 89015	The Credit Suisse International One Cabot Square London E14 4QJ
Tuscany Golf Country Club, LLC 901 Olivia Parkway Henderson, NV 89015	Lexon Insurance Company Bond Safeguard Insurance Company 1919 S. Highland Dr. Bldg. A Suite 300 Lombard, IL 60148

In re **The Rhodes Companies, LLC**Case No. **09-14814**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Wallboard, LP 4730 South Fort Apache Sutie 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Wallboard, LP 4730 South Fort Apache Sutie 300 Las Vegas, NV 89147	Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011
Wallboard, LP 4730 South Fort Apache Sutie 300 Las Vegas, NV 89147	The Credit Suisse International One Cabot Square London E14 4QJ

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA
SOUTHERN DIVISION**

In re: The Rhodes Companies, LLC, et al.,¹

**Case No. 09-14814
(Jointly Administered)**

Notes and Statement of Limitations and Methodology Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs

The above-captioned Debtors (the "Debtors") each submit their respective Schedules of Assets and Liabilities (the "Schedules") and Statement of Financial Affairs (the "Statement") pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The following notes regarding the Statement and Schedules are fully incorporated into and made part of the Statement and Schedules. These notes comprise an integral part of the Statement and Schedules and should be referred to and considered in connection with any review of the Statement and Schedules. Unless otherwise noted, the financial and other information contained in the Statement and Schedules is derived from the Debtors in accordance with the Debtors' financial reporting and accounting policies and procedures.

The Debtors' bankruptcy petition were filed on March 31, 2009 (or April 1, 2009 in the case of Rhodes Homes Arizona, LLC, Tuscany Golf Country Club, LLC, and Pinnacle Grading, LLC. The Debtors' bankruptcy cases are jointly administered by order of the Bankruptcy Court under the caption In re The Rhodes Companies, LLC, aka Rhodes Homes, Case No. 09-14814.

Given the differences between the information to be submitted in the Statement and Schedules and the financial information utilized under Generally Accepted Accounting Principles, the aggregate asset values and claim amounts set forth in the Statement and Schedules may not reflect the values and amounts that would be set forth in a balance sheet for the Debtors prepared in accordance with Generally Accepted Accounting Principles.

It would be prohibitively expensive, unduly burdensome and extremely time-consuming to obtain current market valuations of the Debtors' assets. Accordingly, unless otherwise indicated, net book values rather than current market values are reflected on the Statement and Schedules. Assets that have been fully depreciated or expensed for accounting purposes have no net book

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

value. The current book values may not reflect a comprehensive review of accounting adjustments, including asset impairments and write-downs, which may be required and conducted in relation to the Debtors' bankruptcy cases. The reader therefore should not place undue reliance upon the book values associated with the assets listed.

General Notes Regarding the Debtors' Statement and Schedules

1. Financial Information.

The information provided for herein, except as otherwise noted, represents the assets and liability data of each Debtor as of its respective Petition Date unless otherwise noted.

2. Unaudited Financial Information.

The Statement and Schedules prepared by the Debtors' management and professionals are unaudited. While the Debtors have tried to ensure that the Statement and Schedules are accurate and complete based upon information that was available at the time of the preparation, the subsequent receipt of information or an audit may result in material changes in financial data contained in the Statement and Schedules.

3. Claim Description.

Any failure to designate a claim on the Statement and Schedules as "contingent," "unliquidated," or "disputed" does not constitute an admission that such claim is not "contingent," "unliquidated," or "disputed." The Debtors reserve the right to dispute, or to assert offsets or defenses to any claim reflected on its Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed."

Moreover, the Debtors reserve all rights to amend the Statement and Schedules, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Statement and Schedules as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated."

Furthermore, nothing contained in the Statement and Schedules shall constitute a waiver of rights by the Debtors involving any present or future causes of action, contested matters or other issues under the provisions of Chapter 11 of Title 11 of the United States Code or other relevant non-bankruptcy laws.

Specific Notes Regarding the Debtors' Statement and Schedules

Note to Schedule A – Real Property

For lots or superpads located in Nevada, the values listed in Schedule A are based on the last real estate appraisal available to the Debtors dated September 30, 2008.

For finished homes located in Nevada, the values listed in Schedule A are based on the Debtors' best estimate of fair market value as of the Petition Date based on the contract price for the home if such home is in escrow or for recent sales of homes on like models in the same development, net of closing costs.

For any real property located in Arizona, the values listed in Schedule A are based on the Debtors' best estimate of fair market value as of the Petition Date or net book value if available.

The Debtors may own interests in other real property that are not listed on Schedule A, such as for example, rights to easements or common areas associated with owned lots, for which there is no known value.

Note to Schedule B – Personal Property

Unless otherwise noted, all of the amounts listed on Schedule B represent the net book value of the Debtors' assets as reflected in the Debtors' books and records (net of depreciation or amortization where applicable). The Debtors have not performed an independent review of the value of these assets. The actual value of the assets listed may differ significantly from the amounts reflected in the Debtors' books and records.

Certain items of equipment are or may be listed herein pursuant to a capital lease. Such designation is not an admission or recognition that such lease is a security agreement, and not a true lease. The Debtors expressly reserve all rights to challenge, on any basis, the nature of such equipment as owned or leased, as the case may be.

The Debtors have not listed estimated values of their real estate leases.

The Debtors are in the process of creating a list of credit memos owed to the Debtors owed as of the Petition Date and will supplement Schedule B as soon as possible.

Note to Schedule D – Creditors Holding Secured Claims

Please see paragraphs 10 and 11 of the *Stipulated Order (I) Authorizing Use of Cash Collateral Pursuant to Sections 105, 361, 362 and 363 of the Bankruptcy Code and (II) Granting Adequate Protection and Super Priority Administrative Expense Priority to Prepetition Secured Lenders* entered on or about April 29, 2009 regarding the Debtors' rights to assert that the value of the collateral supporting the liens of the senior secured debt of the Debtors' first lien credit facility and second lien credit facility is less than the value of the debt on those facilities.

Note to Schedule E - Taxes

Schedule "E" contains the Debtors' best estimate of all of the potential priority claims against the applicable Debtor's estate held by governmental and quasi-governmental entities. The Debtors have not determined whether, and to what extent, any of the creditors identified on Schedule "E" in fact are entitled to priority under Section 507 of the Bankruptcy Code. The Debtors reserve the right to assert that claims identified on Schedule "E" are not claims of governmental entities and/or that such claims are not entitled to priority.

Note to Schedule E - Wages

As of the Petition Date, certain employees were owed (i) wages, salaries and commissions earned in the one hundred eighty (180) days prior to the Petition Date ("Priority Wages"). Pursuant to the Court's order authorizing the Debtors to pay, *inter alia*, pre-petition employee-related wages, entered on April 10, 2009 (the "Wage Order"), the Debtors paid the Priority

Wages to certain employees, so the Debtors do not believe that any amounts are owing to employees as of the Petition Date.

Note to Schedule F - Creditors Holding Unsecured Nonpriority Claims

The Debtors have listed all homeowners to whom they have sold homes for the past 10 years as potential creditors on Schedule F. The addresses listed for the homeowners are the (i) actual address of the parcel sold and (ii) the buyer's address as listed on the title report if different than the address of the parcel sold.

To the extent that the Debtors are parties to an executory contract on Schedule G for construction, those counterparties have been added to Schedule F as potential creditors for unknown amounts. In addition, if those counterparties have outstanding invoices that were not paid as of the Petition Date, those amounts are also listed on the Accounts Payable Schedule to Schedule F.

The amounts owing to the Debtors' affiliates are the amounts listed on the Debtors' books and records, which may be different than the amounts that the Debtor's senior secured lenders assert are owed.

Note to Statement of Financial Affairs 3.C

The information listed on SOFA 3.C includes payments to all affiliated companies of the Debtors, which may or may not be "affiliates" within the meaning of section 101(2) of the Bankruptcy Code.

B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court
District of Nevada

In re The Rhodes Companies, LLC

Debtor(s)

Case No. 09-14814
Chapter 11

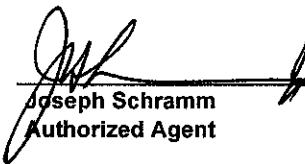
DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Authorized Agent of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 29 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date April 30, 2009

Signature



Joseph Schramm
Authorized Agent

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.